

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

JOINTLY ADMINISTERED
Chapter 11 Cases Under
Case No. BK-S-06-10725-LBR

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
Debtor.

Judge Linda B. Riegle

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

**ORDER GRANTING
MOTION FOR APPROVAL OF
SETTLEMENT PURSUANT TO
RULE 9019 OF THE FEDERAL
RULES OF BANKRUPTCY
PROCEDURE**

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Upon consideration of the Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Motion”), filed by the USACM Liquidating Trust (the “USACM Trust”) pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; of the Settlement Agreement, Mutual Release, and Covenants (the “Proposed

1 Settlement Agreement") between the USACM Trust (and other persons and entities), on the one
2 hand, and Joseph D. Milanowski ("Milanowski"), on the other hand; the other papers and
3 pleadings filed in these jointly administered bankruptcy cases and their related proceedings; and
4 the arguments of counsel; the Court hereby finds and concludes that:

5 1. Notice of the Motion was properly served on all creditors and parties-in-interest in
6 the above-referenced bankruptcy cases under applicable law and procedure, including the
7 Federal Rules of Bankruptcy Procedure and the local rules.

8 2. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 1334 and
9 157(a), and this matter is a "core proceeding" under 28 U.S.C. § 157(b).

10 3. The terms of the Proposed Settlement Agreement were negotiated at arms-length
11 and in good faith by the USACM Trust and Milanowski.

12 4. The terms of the Proposed Settlement Agreement: (a) are fair and equitable to the
13 USACM Trust; (b) are in the best interests of the USACM Trust and its respective creditors and
14 beneficiaries; and (c) meet the requirements for court approval under Rule 9019 of the Federal
15 Rules of Bankruptcy Procedure.

16 5. The Motion should be granted, the Proposed Settlement should be approved, and
17 the following order should be entered.

18 ACCORDINGLY, IT IS HEREBY:

19 ORDERED that the Motion is granted; and it is further

20 ORDERED that the Proposed Settlement Agreement is authorized and approved pursuant
21 to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it is further

22 ORDERED that Geoffrey L. Berman, in his capacity as Trustee of the USACM Trust is
23 authorized to execute, deliver, implement, and fully perform any and all obligations, instruments,
24 documents and papers and to take any and all actions reasonably necessary to consummate the
25 Proposed Settlement Agreement and perform any and all obligations contemplated therein on
26 behalf of the USACM Trust; and it is further

27 ORDERED that this Order shall be subject to a fourteen-day appeal period under the

1 recently amended Federal Rule of Bankruptcy Procedure 8002 (the “Appeal Period”); and it is
2 further

3 ORDERED that this Court shall retain jurisdiction to interpret and enforce the terms of
4 the Proposed Settlement Agreement and this Order.

5
6 PREPARED AND SUBMITTED BY:

7 DIAMOND MCCARTHY LLP

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